

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----X		

**CONSENT ORDER WITHDRAWING ORDER TO
SHOW CAUSE ISSUED AGAINST JST MFG. CO. LTD.**

This Court having entered an Order to Show Cause dated December 15, 2005 (the "Show Cause Order"), upon the motion of Delphi Corporation, *et al.* (the "Debtors"), directing JST Mfg. Co. Ltd. (the "Supplier" and together with the Debtors, the "Parties") to show cause at a hearing, to be held on May 30, 2006, why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. §362 for allegedly threatening to withhold essential goods from the Debtors under one or more contracts between the Parties, and the Parties having agreed that the proper respondent to the Show Cause Order is JST Corp., and the Debtors and JST Corp. having agreed to a settlement of the issues raised by the Show Cause Order pursuant to a separate agreement (the "Agreement"), it is hereby

ORDERED, that this matter is settled in accordance with, and pursuant to the terms of, the Agreement; and it is further

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ORDERED, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: May 22, 2006
New York, New York

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Consent to the foregoing:

May 17, 2006

May 11, 2006

DELPHI CORPORATION, *et al.*,
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

JST CORP.,
By its attorneys,
MASUDA, FUNAI, EIFERT
& MITCHELL
By:

/s/ Neil Berger
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